

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1281.
FILED, FEBRUARY 4th. 1965.

INTERNATIONAL KENVILLE GOLD MINES LIMITED

Incorporated under The Companies Act (Ontario) by Letters Patent dated March 10th, 1945; Supplementary Letters Patent dated July 24th, 1964, changed the name of Kenville Gold Mines Limited to International Kenville Gold Mines Limited and reorganized the capital of the Company.

(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous Filing Statement No. 1125.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	The purchase of certain mining claims and the future intention of the Company respecting development plans.
2. Head office address and any other office address.	Suite 340, 17 Queen Street East, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President Hyman Goldstein, Executive & Director 2500 Bathurst St., Toronto, Ont.</p> <p>Vice-President Martin Leon Goldstein, Stockbroker & Director 2500 Bathurst Street, Toronto, Ontario.</p> <p>Secty-Treas. Robert George Hollis Alexander, Q.C. & Director 29 Strathgowan Cres., Toronto 12, Ont.</p> <p>Director Robert Edwin Simpson, Executive 14 Michigan Drive, Willowdale, Ontario.</p> <p>Director Cecilie Larsen, Secretary. 91 Balmoral Ave., Toronto, Ontario.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized Capital: 6,000,000 shares of the par value of \$1.00 each issued and outstanding - 1,300,000
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	There are no shares of the Company presently underwritten or under Option.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	N/A
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	N/A
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>It is the Company's intention to immediately implement the recommendations of R.C. McMurchy, B.Sc., Ph.D., P. Eng., with respect to the property to be acquired by the Company in the Townships of Fallon and Langmuir, Porcupine Mining Division, Timmins, Ontario, and will spend the approximate sum of \$6,500.00 for line cutting, magnetometer and electromagnetic surveys. Predicated on the results of these investigations a diamond drilling program will follow.</p> <p>No other funds of the Company will be used for any other purpose other than general administration until notice is filed with and accepted for filing by the Exchange.</p>
10. Brief statement of company's chief development work during past year.	During the past year the Company has considered the acquisition of several properties.

FINANCIAL STATEMENTS

INTERNATIONAL KENVILLE GOLD MINES LIMITED
- Incorporated under the laws of Ontario -

BALANCE SHEET

AS AT DECEMBER 31st, 1964

A S S E T S

CURRENT ASSETS

Cash on Hand	\$ 25.00
Cash in Bank - Current Account	7,654.15
- Savings Account	<u>44,000.00</u>
TOTAL CURRENT ASSETS	\$ 51,679.15

INVESTMENTS

56,250 Shares of Vanguard Explorations Limited - at cost - held in escrow by Guarantee Trust Company	3,075.00
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FIXED AND OTHER ASSETS

Mining claims in British Columbia and Quebec - at cost -	241,698.83
Organization Expenses - Cost of Charter etc.,	1,195.00
Deferred Charges - Administration, Exploration and Development Expenses - as per Schedule -	<u>34,926.85</u>
	\$ 332,574.83

BALANCE SHEET

AS AT DECEMBER 31st, 1964

L I A B I L I T I E S

CURRENT LIABILITIES

Accounts Payable	\$ 2,560.84
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Shareholders Equity

CAPITAL

Authorized - \$6,000,000.00

6,000,000 Shares Par Value \$1.00 each
1,300,000.00 Issued - See footnote -

\$4,600,000.00

Less: Discount on Shares

3,564,996.25

\$1,035,003.75

Contributed Surplus

Shares donated, subsequently resold

118,352.49

Cancellation of Company indebtedness

541,933.39

\$1,695,289.63

Deficit Account

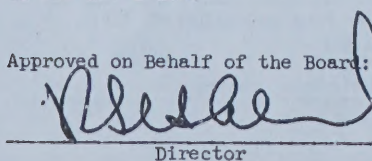
1,365,275.64

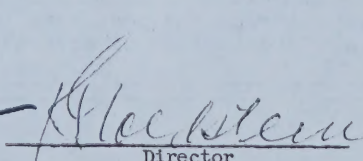
330,013.99

\$ 332,574.83

FOOTNOTE: In accordance with Supplementary Letters Patent dated July 24th, 1964, the authorized Capital was increased to 6,000,000 shares at a Par Value of \$1.00 per Share. The previous issue of 4,400,000 shares was converted into 1,100,000 shares on the basis of 4 shares of the old stock for one share of the new stock.

Approved on Behalf of the Board:


Director


Director

STATEMENT OF DEFERRED CHARGES

AS AT DECEMBER 31st, 1964

EXPLORATION AND DEVELOPMENT EXPENSES

Balance - December 31st, 1963	\$ 10,002.69	
Property Taxes	149.73	
Engineering Expense	<u>2,984.06</u>	\$ 13,136.48

ADMINISTRATION EXPENSES

Balance - December 31st, 1963	\$ 10,749.00	
Administration	700.00	
Transfer Agent's Fees & Share Issue expense	2,945.61	
Legal and Audit	3,725.00	
Government Fees, Licenses & Sundry	86.24	
Meetings and Reports	850.21	
Rent	500.00	
Stock Exchange Fees	<u>2,510.06</u>	
	\$ 22,066.12	
Less: Bank Interest	<u>275.75</u>	\$ 21,790.37
		\$ 34,926.85

STATEMENT SHOWING SOURCE OF FUNDS ETC.,

FROM JANUARY 31st, 1964 to DECEMBER 31st, 1964

RECEIPTS

January 1st, 1964 - Cash in Bank	\$ 5,090.18	
Aug. 18th - Proceeds of sale of 200,000 Shares of the Capital Stock of the Company at .30¢ per share	60,000.00	
Dec. 31st - Bank Interest	<u>275.75</u>	
<u>TOTAL RECEIPTS</u>		\$ 65,365.93

EXPENDITURES

<u>Administration Expenses</u>		
Legal and Audit	\$ 3,875.00	
Toronto Stock Exchange Fees	2,510.06	
Transfer Agency's Fees	917.25	
Government Fees and Licenses	86.09	
Meetings, Reports etc.,	850.21	
Taxes - British Columbia	409.73	
Engineering Expense	<u>2,984.06</u>	
Organization Expenses - re change of Capital structure	1,195.00	
Share Certificates	609.38	
Management	250.00	
Petty Cash	<u>25.00</u>	
<u>TOTAL EXPENDITURES</u>		\$ 13,711.78
<u>EXCESS OF RECEIPTS OVER EXPENDITURES</u>		\$ 51,654.15

Cash on Deposit with:	
- Toronto Dominion Bank - Savings Account	\$ 44,000.00
- Toronto Dominion Bank - Current Account	<u>7,654.15</u>
	\$ 51,654.15

ENGINEER'S REPORT

Note:-The following are excerpts from a report by R. C. McMurchy, B. Sc., Ph. D., P. Eng., dated January 21st, 1965, on mining claims located in Langmuir and Fallon Townships, Porcupine Mining Division, Timmins, Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

POSSIBILITIES FOR THE KENVILLE CLAIMS

The southeast portion of the claims appears to be underlain by granite and it is considered unlikely that important amounts of base metals will be found in it.

The northwest portion however appears to be underlain by volcanics and these rocks may act as host rocks for sulphide deposits.

The attitude of the granite-volcanic contact could be important. A steeply dipping contact would be more favourable than one dipping at a low angle to the northwest. A deposit at the contact is a possibility.

The vicinity of the intersection of the fault and the projection of the diabase dike should be carefully examined as these features might have a control over the deposition of sulphides.

If any ultrabasic rocks are present asbestos could occur on the claims.

RECOMMENDATIONS

That picket lines be cut at 400-foot intervals in a northwest-southeast direction.

That a magnetometer survey be made with readings every 100 feet and at 50 feet if more detail appears required.

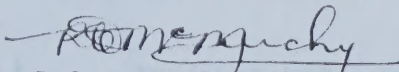
That an electro-magnetic survey be made using either Turam or vertical loop method.

That a search be made in the spring after the snow has gone for rock outcrops and if any are found that they be identified and mapped.

No diamond drilling should be contemplated before the above-mentioned work is done and evaluated.

The cost of the line cutting and surveys should be in the neighborhood of \$6,500.00.

Respectfully submitted,



R.C. McMurchy, B.Sc., Ph.D., P. Eng.

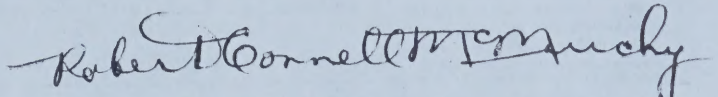
Toronto, Ontario.

Jan. 21, 1965.

ENGINEER'S CERTIFICATE

I, Robert Connell McMurchy, of Toronto, Ontario hereby
certify as follows:

1. That I am a practising Geologist and a member of the Corporation of Professional Engineers of Quebec.
2. That I am a graduate of Manitoba University (B.Sc.1930) and of Minnesota University (Ph.D.1934)
3. That I have no interest either directly or indirectly in the property covered by this report.
4. That I have no interest either directly or indirectly in the securities of International Kenville Gold Mines Ltd. nor do I expect to receive any interest in the securities of the Company.
5. That this report concerns a group of 15 contiguous claims in Langmuir and Fallon townships in the Timmins area of Ontario.
6. That I have not been on this particular group of claims and so far as I know there is no rock to be seen on them. I have examined other claims a few miles from the ones herein described.
7. That this report is based on a study of government maps and a knowledge of the area gained over a period of 25 years during numerous visits to the area.


Robert Connell McMurchy.

Toronto, Ontario.

January 21, 1965.

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company has agreed to purchase from Gino Cicci, of the Town of Timmins, District of Cochrane, the following claims: P79243, 79244, 79983, 79604, 79605, 79837, 79843, 79842, 79982, 79984, 79995 and 79994; the preceding claims are in the Township of Fallon and the consideration paid for the same is in the amount of \$9,600; also, the following claims, P79233, 79236 and 79237; the preceding claims are in the Township of Langmuir and the consideration paid for the same is in the amount of \$2,400. The townships of Fallon and Langmuir are in the Porcupine Mining Division of the Province of Ontario. Gino Cicci has no direct or indirect interest in the Company.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The only person having a greater than 5% interest or any interest in the consideration to be given for the purchase of the claims set forth in Item number 11 is Gino Cicci of the Town of Timmins, District of Cochrane, Ontario.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	The escrowed shares of the Company are held in the following manner: Roycan & Co., Place Ville Marie, Montreal, Quebec, 56,250 shares; (The Company understands that the beneficial owner of the said shares is Patrex Limited, c/o Freeman Koo, 733 Third Ave., New York, N.Y.); Patrex Limited, c/o Freeman Koo, 733 Third Avenue, New York, N.Y., 56,250 shares.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The names and addresses of owners of more than 5% interest in escrowed shares and their shareholdings are as follows: Roycan & Co., Place Ville Marie, Montreal, Quebec, 56,250 shares; (The Company understands that the beneficial owner of the said shares is Patrex Limited, c/o Freeman Koo, 733 Third Ave., New York, N.Y.); Patrex Limited, c/o Freeman Koo, 733 Third Avenue, New York, N.Y., 56,250 shares.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	The names and addresses of the five largest registered shareholders are as follows: Bache & Co., 360 Bay Street, Toronto, Ontario, 201,750 shares; Roycan & Co., Account Number 1, P.O. Box 6007, c/o The Royal Bank of Canada, Montreal, Quebec, 62,500 shares (56,250 shares are escrowed); Thomson & McKinnon, 55 Yonge Street, Toronto, Ontario, 43,625; Patrex Limited, P.O. Box 6007, c/o The Royal Bank of Canada, Montreal, Quebec, 56,250 shares (such shares are escrowed); Wills, Bickle & Company Ltd., 44 King Street West, Toronto, Ontario, 44,500 shares. The beneficial owner of the shares registered in the name of Patrex Limited is Freeman Koo, 733 Third Avenue, New York, N.Y. The beneficial owner of the shares registered in the name of Roycan is Patrex Limited. The beneficial owner of 135,000 shares registered in the name of Bache & Co., is Elderwood Investments and Consultants Limited and/or Hyman Goldstein.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Elderwood Investments & Consultants Limited presently controls 135,000 shares of the capital stock of the Company which is sufficient to materially affect control of the Company. Mr. Hyman Goldstein, Mrs. Lucy Goldstein and Mrs. Gloria Yasny, are the only persons having a greater than 5% interest in Elderwood Investments and Consultants Limited, and Mr. Hyman Goldstein is also President and Director of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	The Company holds 56,250 escrowed shares of Vanguard Explorations Limited of no market value and carried at a book value of \$3,075.00.
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Reference is made to the contract made between the Company and Gino Cicci as set forth in Item number 11.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The 112,500 escrowed shares owned by Elderwood Investments and Consultants Limited have been transferred to Roycan & Co., P.O. Box 6007, c/o The Royal Bank of Canada, Montreal, Quebec, in the amount of 56,250 shares, and to Patrex Limited, P.O. Box 6007, The Royal Bank of Canada, Montreal, Quebec, in the amount of 56,250 shares.

DATED February 1st, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

INTERNATIONAL KENVILLE GOLD MINES LIMITED

"H. Goldstein" President,

"R.G.H. Alexander" Secty. Treas.

CERTIFICATE OF UNDERWRITER OR OPTIONEE

CORPORATE
SEAL

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)